

489.1025 Statement of merger — effective date of merger.

1. A statement of merger must be signed by each merging entity and delivered to the secretary of state for filing.

2. A statement of merger must contain all of the following:

a. The name, jurisdiction of formation, and type of entity of each merging entity that is not the surviving entity.

b. The name, jurisdiction of formation, and type of entity of the surviving entity, and if the surviving entity is a foreign entity, the street and mailing addresses of an office of the surviving entity that the secretary of state may use for purposes of [section 489.1026, subsection 5](#).

c. A statement that the merger was approved by each domestic merging entity, if any, in accordance with [this part](#) and by each foreign merging entity, if any, in accordance with the law of its jurisdiction of formation.

d. If the surviving entity exists before the merger and is a domestic filing entity, any amendment to its public organic record approved as part of the plan of merger.

e. If the surviving entity is created by the merger and is a domestic filing entity, its public organic record, as an attachment.

f. If the surviving entity is created by the merger and is a domestic limited liability partnership, its statement of qualification, as an attachment.

3. In addition to the requirements of [subsection 2](#), a statement of merger may contain any other provision not prohibited by law.

4. If the surviving entity is a domestic entity, its public organic record, if any, must satisfy the requirements of the law of this state, except that the public organic record does not need to be signed.

5. If the surviving entity is a domestic limited liability company, the merger becomes effective when the statement of merger is effective. In all other cases, the merger becomes effective on the later of the following:

a. The date and time provided by the organic law of the surviving entity.

b. When the statement is effective.

[2023 Acts, ch 152, §91, 161](#)

Referred to in [§489.1001](#)

Section effective January 1, 2024; 2023 Acts, ch 152, §161

NEW section